

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

JOHN TOMSON, derivatively on behalf of  
OHR PHARMACEUTICAL, INC.,

Plaintiff,

v.

MICHAEL FERGUSON, JASON S. SLAKTER,  
SAM BACKENROTH, ORIN HIRSCHMAN,  
IRACH TARAPOREWALA, THOMAS M.  
RIEDHAMMER, and JUNE S. ALMENOFF,

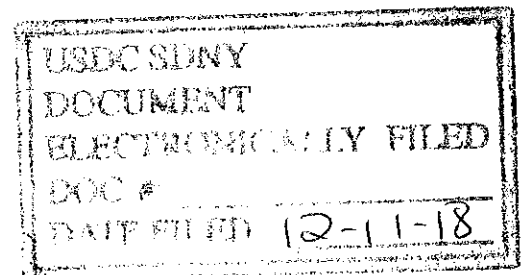
Defendants,

and

OHR PHARMACEUTICAL, INC.,  
Nominal Defendant.

Case No. 1:18-cv-8149

**STIPULATION AND ~~PROPOSED~~  
STAY ORDER**



Plaintiff John Tomson ("Plaintiff"), defendants Michael Ferguson, Jason S. Slakter, Sam Backenroth, Orin Hirschman, Irach Taraporewala, Thomas M. Riedhammer, and June S. Almenoff (collectively, "Individual Defendants"), and nominal defendant Ohr Pharmaceutical, Inc. ("Ohr" and with Individual Defendants, "Defendants"), all represented by their undersigned counsel, agree as follows:

1. Plaintiff filed the Stockholder Derivative Complaint on September 6, 2018 (ECF No. 1) (the "Complaint"), commencing the above-captioned action (the "Derivative Action").
2. Undersigned counsel hereby agrees to accept service of the Complaint on behalf of Defendants to the extent Defendants have not already been served or accepted service. Plaintiff hereby agrees that, in accepting service Defendants preserve all arguments, including jurisdiction.

3. There exists a related federal securities class action captioned *Khanna v. Ohr Pharmaceutical, Inc. et al*, No. 1:18-cv-1284 (the “Securities Action”), pending before this Court, and a stockholder derivative action captioned *Barke v. Ferguson, et al*, 652164/2018, pending before the New York Supreme Court, New York County (the “State Derivative Action”).

4. In the interest of efficiency and in light of the substantial overlap between the Derivative Action, the State Derivative Action, and the Securities Action, the Derivative Action is stayed against all Defendants until entry of an order on Securities Defendants’<sup>1</sup> motion to dismiss in the related Securities Action, but subject to each Party’s right, upon notice to the other Party, to move the Court to lift or extend the stay upon a showing of good cause, and the other Party’s right to oppose such a motion.

5. Within thirty (30) days of the termination of the stay, Defendants and Plaintiff shall meet and confer concerning a schedule for further proceedings, if any, and, should an agreement be reached, the parties will submit either a joint proposed schedule or a letter stating that the parties could not reach an agreement regarding a proposed schedule to the Court within forty-day (45) days of the termination of the stay.

6. Plaintiff may file an amended complaint during the pendency of the stay if necessary. Defendants shall be under no obligation to respond to any complaint while the Derivative Action is stayed.

7. The Parties agree to meet and confer about discovery in the Derivative Action should it proceed in the Securities Action or in any other related action while the case is stayed, including, but not limited to, depositions and written discovery.

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<sup>1</sup> “Securities Defendants” refers to Ohr Pharmaceutical Inc., Jason Slakter, Sam Backenroth, and Irach Taraporewala.

8. In the event that Defendants agree to produce, or any Defendant is ordered, by a court of competent jurisdiction, to produce any documents pursuant to a books and records request to any holder or beneficial owner of Ohr stock, in the Securities Action, or in any stockholder derivative action, copies of such documents shall be provided to Plaintiff within ten (10) days, subject to Plaintiff and Defendants executing an appropriate confidentiality agreement governing the use and disclosure of such materials.

9. If there is a mediation or any formal settlement meeting to resolve the claims asserted in the Securities Action, State Derivative Action, or in any other related action, Defendants shall invite Derivative Plaintiff to participate in any such mediation or formal settlement meeting.

Dated: December 4, 2018  
New York, New York

TROUTMAN SANDERS LLP

By: 

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*Counsel for Defendants*

LEVI & KORSINSKY, LLP

By: 

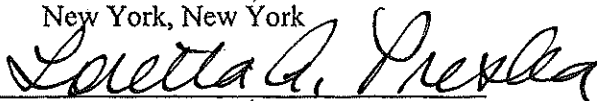
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*Counsel for Plaintiff*

SO ORDERED:

Dated: December 6, 2018  
New York, New York



U.S.D.J.